

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

ARTICLES OF MERGER

to

THE INDIANOLA LAND TRUST

a Washington Non Profit corporation,

were filed for record in this office on the date indicated below.

Merging HOOD CANAL LAND TRUST, KITSAP LAND TRUST and PENINSULA HERITAGE LAND TRUST into THE INDIANOLA LAND TRUST; and Changing name to GREAT PENINSULA CONSERVANCY

UBI Number: 601 040 675

Date: May 12, 2000



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
2-297471-1

FILED
STATE OF WASHINGTON
MAY 12 2000
RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF MERGER

OF

GREAT PENINSULA CONSERVANCY

Formerly the Indianola Land Trust

Plan of Merger:

The following land trusts are the parties to this Plan of Merger:

Hood Canal Land Trust

Corp #: 2-369430-0
UBI #: 601-030-644
EIN: 91-1322609

the Indianola Land Trust

Corp #: 2-297471-1
UBI #: 601-040-675
EIN: 91-1110978

Kitsap Land Trust

Corp #: 2-415327-2
UBI #: 601-190-433
EIN: 94-3124665

Peninsula Heritage Land Trust

Corp #: 2-431224-1
UBI #: 601-265-830
EIN: 91-1492746

The above-named Washington non-profit corporations, all qualified as charitable organizations under Section 501(c)(3) of the Internal Revenue Code, adopted a Plan of Merger whereby **all would merge into the Indianola Land Trust**, which by these Articles of Merger is being **renamed Great Peninsula Conservancy**...

By adoption of these Articles of Merger, the Articles of Incorporation of the Indianola Land Trust are amended, by these Articles of Merger, pursuant to the laws for non-profit corporations, Revised Code of Washington, Chapter 24.03.

Approval of the merger by Hood Canal Land Trust was secured as follows:

By an affirmative vote of eight of the nine directors at a duly called meeting on January 30, 2000. The members do not have voting rights.

Approval of the merger by ^{the} Indianola Land Trust was secured as follows:

By an affirmative vote of six of the seven directors at a duly called meeting on February 20, 2000. The members do not have voting rights.

Approval of the merger by Kitsap Land Trust was secured as follows:

By an affirmative vote of 13 of the 16 directors at a duly called meeting on March 7, 2000. The members do not have voting rights.

Approval of the merger by Peninsula Heritage Land Trust was secured as follows:

By an affirmative vote of all five directors at a duly called meeting on January 22, 2000, and by an affirmative vote of 80 to 1 at the meeting on January 22, 2000, at which time a quorum was present.

ARTICLE I

The name of the corporation shall be: Great Peninsula Conservancy.

ARTICLE II

The term of existence shall be: Perpetual

ARTICLE III

The purpose for which the corporation is organized is as follows: To preserve in perpetuity selected properties in the Great Peninsula area for their natural, agricultural, historic and picturesque values.

ARTICLE IV

The corporation shall have all powers granted by law, which are necessary and proper to carry out its stated purposes, consistent with its qualification as a charitable organization under Section 501(c)(3) of the Internal Revenue Code or its successor. The corporation shall not engage in any activities prohibited to such an organization exempt from federal income tax.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its officers, directors, members, or other private persons; except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and property acquired.

ARTICLE VI

Provisions for distribution of assets on dissolution or final liquidation are as follows: The net assets of the corporation shall be distributed to such nonprofit, tax exempt organizations, as selected by the then board of directors, as will best perpetuate the purpose of this corporation.

ARTICLE VII

The name of the registered agent of the corporation is: Gary A. Cunningham

The registered office address, which is also the address of the registered agent, (including the P.O. Box) is: Box 5060, West Hills Station, 3330 Kitsap Way, Bremerton, WA 98312.

ARTICLE VIII

There shall be twelve (12) directors serving as the current Board of Directors. Their names and addresses are as follows:

Phil Best	5674 Chico Way NW, Bremerton, WA 98312
Gary Cunningham	3330 Kitsap Way, Bremerton, WA 98312
Bill Drollinger	9633 Levin Road, Suite 104, Silverdale, WA 98383
Nan Feagin	1130 Queets Drive, Fox Island, WA 98333
Barbara Hunt	PO Box 313, Belfair, WA 98528
Kate Kuhlman	PO Box 278, Indianola, WA 98342
Mary Ellen McCaffree	546 Wood Avenue SW #3H, Bainbridge Island, WA 98110
Celia Parrott	81 NE Gladwin Road, Belfair, WA 98528
Connie Reckord	PO Box 324, Indianola, WA 98342
Chris Smith	9797 SE Driftwood Cove, Port Orchard, WA 98367
Vernon Young	6530 Sunny Bay Road NW, Gig Harbor, WA 98335
Jay Zischke	PO Box 154, Indianola, WA 98342

ARTICLE IX

The undersigned presidents of the four merging land trusts hereby certify that the foregoing Articles of Merger were legally adopted.

Dated this 9th day of May, 2000.

HOOD CANAL LAND TRUST

By Barbara W. Hunt
BARBARA W. HUNT Vice-President

INDIANOLA LAND TRUST

By Connie Reckord
CONNIE RECKORD President

KITSAP LAND TRUST

By 
GARY A. CUNNINGHAM President


PENINSULA HERITAGE LAND TRUST

By 
VERNON YOUNG President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Gary A. Cunningham, hereby consent to serve as registered agent, in the state of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation or of any change in the registered office address of the corporation for which I am agent.

May 9, 2000


GARY A. CUNNINGHAM Registered Agent